UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:	**JOINTLY ADMINISTERED UNDER CASE NO. 10-38652**
DUKE AND KING ACQUISITION CORP.,	Court File No. 10-38652 (GFK)
Debtors.	
Includes:	
Duke and King Missouri, LLC	10-38653
Duke and King Missouri Holdings, Inc.	10-38654
Duke and King Real Estate, LLC	10-38655
Duke and King Florida Holdings, Inc.	10-38656
	Chapter 11 Cases Judge Gregory F. Kishel

ORDER ESTABLISHING PROTOCOLS FOR (A) THE DISSEMINATION OF INFORMATION BY THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS AND (B) PROTECTING CONFIDENTIAL AND PRIVILEGED INFORMATION PURSUANT TO SECTIONS 105(a), 107(b) AND 1102(b)(3)(A) OF THE BANKRUPTCY CODE

The cause coming on to be heard upon the *Motion of the Official Committee of Unsecured Creditors for Order Establishing Protocols for the Dissemination of Information and Protecting Confidential and Privileged Information Pursuant to Sections 105(a), 107(b) and 1102(b)(3)(A) of the Bankruptcy Code* (the "*Motion*").[1] Based upon the Motion, any objections to the Motion, the record before this Court and the arguments of counsel, and it appearing that (a) the relief requested is in the best interests of the Debtors' estate, creditors and other parties-in-interest; (b) this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (c) this is a core proceeding pursuant to 28 U.S.C. § l57(b)(2)(A); and (d) due and

[1] All capitalized terms not defined herein shall have the meanings ascribed to them in the Motion.

NOTICE OF ELECTRONIC ENTRY AND
FILING ORDER OR JUDGMENT
Filed and Docket Entry made on *01/24/2011*
Lori Vosejpka, Clerk, By JRB, Deputy Clerk

adequate notice of the Motion has been given under the circumstances; and after due deliberation and sufficient cause appearing,

IT IS HEREBY ORDERED that:

1. The Motion is granted.

2. Unless otherwise authorized by this Court, the Committee shall not be authorized or required pursuant to section 1102(b)(3)(A) of the Bankruptcy Code to provide access to any Confidential Information (as defined below) of the Debtors to anyone other than: (i) the Committee members (or representatives thereof); and (ii) the Committee's retained professionals (collectively, the "*Committee Participants*").

3. The Committee shall not be required pursuant to section 1102(b)(3)(A) of the Bankruptcy Code to provide access to any Privileged Information (as defined below) to anyone other than the Committee Participants. Nonetheless, the Committee shall be permitted, but not required, to provide access to Privileged Information to any party so long as: (a) such Privileged Information is not Confidential Information; and (b) the relevant privilege is held and controlled solely by the Committee and does not impact any privilege of the Debtors or other party-in-interest.

4. For purposes of this Order, the term "Confidential Information" shall mean any nonpublic information of the Debtors, including, without limitation, nonpublic information concerning the Debtors' assets, liabilities, business operations, projections, analyses, compilations, studies, and other documents prepared by the Debtors or their advisors or other agents, which is furnished, disclosed, or made known to the Committee or its advisors or agents, whether intentionally or unintentionally, and in any manner, including written form, orally, or through any electronic, facsimile or computer-related communication. Confidential Information

shall include: (a) any notes, summaries, compilations, memoranda, or other written materials disclosing or discussing Confidential Information; (b) any written Confidential Information that is discussed or presented orally; and (c) any other Confidential Information conveyed to the Committee orally that the Debtors or their advisors or other agents advise the Committee should be treated as confidential. Notwithstanding the foregoing, Confidential Information shall not include any information or portions of information that: (a) is or becomes generally available to the public or is or becomes available to the Committee on a non-confidential basis, in each case to the extent that such information became so available other than by a violation of a contractual, legal, or fiduciary obligation to the Debtors; or (b) was in the possession of the Committee prior to its disclosure by the Debtors and is not subject to any other duty or obligation to maintain confidentiality.

5. For purposes of this Order, the term "Privileged Information" shall mean any information which is subject to the attorney-client privilege or any other state, federal, or other jurisdictional law privilege (including attorney work product), whether such privilege is solely controlled by the Committee or is a joint privilege with the Debtors or any other party.

6. In satisfaction of the requirements of section 1102(b)(3)(A) of the Bankruptcy Code, the Committee may, until the earliest to occur of dissolution of the Committee, dismissal or conversion of this chapter 11 case or further order of the Court: (a) establish and maintain an electronic mail address to which persons may address any inquiries regarding the chapter 11 case; (b) establish and maintain a website providing case information and access to publicly-available documents; (c) respond, at the sole discretion of the Committee and its counsel, to requests for information from such persons who are not members of such Committee; and (d) send a notice, substantially in the form attached to the Motion as Exhibit A, notifying creditors

about the procedures established hereunder for obtaining information about the cases from the Committee.

7. If a creditor (the "*Requesting Creditor*") submits a written response by electronic mail or otherwise (the "*Information Request*") for the Committee to disclose information, the Committee will, within four (4) business days after receiving the Information Request, respond to the Requesting Creditor through whatever means it deems reasonable under the circumstance (the "*Response*"), which Response may include either providing access to the information requested (so long as such information is not Confidential Information and/or Privileged Information) or providing the reasons why the Committee has decided not to comply with the Information Request.

8. If the Response is to deny the Information Request because the Committee believes that: (a) the Information Request implicates Confidential Information and/or Privileged Information, which shall not be disclosed pursuant to this Order, any applicable confidentiality agreement, or otherwise under section 1102(b)(3)(A) of the Bankruptcy Code; or (b) the Information Request is unduly burdensome, then the Requesting Creditor may, after a good faith effort to meet and confer with Committee counsel, seek an order from the Court by a motion that is filed and served on counsel to the Committee and counsel to the Debtors compelling the Committee to disclose the information requested for cause; provided, however, that nothing herein shall be deemed to preclude the Requesting Creditor from requesting that the Court conduct an *in camera* review of any information specifically responsive to the Information Request that the Committee or the Debtors claim is Confidential Information and/or Privileged Information.

9. The Committee shall not have or incur any liability to any entity (including the Debtors) for acts taken or omitted as long as the Committee has acted in compliance with the procedures set forth herein and any applicable confidentiality agreement; provided, however, that the foregoing shall not preclude or limit the right of any creditor to move before the Court for an order requiring the production of other or further information, to the extent available.

10. Entry of this Order is without prejudice to the rights of the Committee to seek a further order of this Court addressing any additional relief relevant to its functionality and compliance with section 1102(b)(3)(A) of the Bankruptcy Code.

11. Nothing in this Order shall expand, restrict, affirm or deny the right or obligation, if any, of the Committee: (a) to provide access; or (b) not to provide access, to any information of the Debtors to any party except as explicitly provided herein.

12. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: January 24, 2011

/e/ Gregory F. Kishel

UNITED STATES BANKRUPTCY JUDGE